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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Steven F. Lay, M.D., P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
STEVEN F. LAY, M.D., P.A.**

FILED

04 FEB 13 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of this corporation shall be:

Steven F. Lay, M.D., P.A.

The principal office and mailing address of this corporation shall be:

6505 Grazing Lane
Odessa, Florida 33556

**ARTICLE II
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III
Business, Objects or Purposes**

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

- (a) To engage solely and specifically in the business of carrying on the general practice of medicine.
- (b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.
- (d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

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ARTICLE IV
Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 6505 Grazing Lane, Odessa, Florida 33556, and the name of the corporation's initial registered agent at such address is Steven F. Lay, M.D. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Steven F. Lay	6505 Grazing Lane Odessa, Florida 33556

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ARTICLE VII
Incorporator

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Steven F. Lay	6505 Grazing Lane Odessa, Florida 33556

ARTICLE VIII
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.

 2/12/04
Steven F. Lay, Incorporator

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CERTIFICATE OF ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature: Steven F. Lay, MD

Steven F. Lay
(Registered Agent)

Date: 2/12/04

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